

Final

INDIANA ASSOCIATION OF TRACK AND CROSS COUNTRY COACHES, INC.

BYLAWS

ARTICLE I

Name and Affiliation

The name of this organization shall be the INDIANA ASSOCIATION OF TRACK AND CROSS COUNTRY COACHES, INC.

ARTICLE II

Purpose

The Organization is a public benefit organization. The objects and purposes for which this organization is formed are as follows:

2.1 To provide Indiana High School Track and Cross Country athletes opportunities to be recognized both academically and athletically, for their achievements, to compete with athletes from other states, to develop sportsmanship and a finer appreciation of their sport, and to come together for fellowship and enjoyment.

2.2 Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c) (3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by any organization exempt from Federal income tax under IRC 501(c) (3) or corresponding provisions of any subsequent tax laws.

2.3 No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

2.4 No substantial part of the activities of the organization shall be carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by IRC 501(h)) or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of or in opposition to any candidates for public office.

2.5 In any taxable year in which the organization is a private foundation as described in IRC 509(a), the organization shall distribute its income for said period at such time and manner as not to subject it to tax under IRC 4942, and the organization shall not (a) engage in any act of self-dealing as defined in IRC 4941(d), (b) retain any

excess business holdings as defined in IRC 4943(c), (c) make any investments in such a manner as to subject the organization to tax under IRC 4944, or (d) make any taxable expenditures as defined in IRC 4945(d) or corresponding provisions of any subsequent Federal tax laws.

ARTICLE III Membership

3.1 Membership. Membership of the organization is open to all interested Indiana high school and junior high school coaches of Girls Cross Country, Boys Cross Country, Girls Track, and Boys Track teams.

3.2 Rights and Duties. Members shall have the followings rights and duties:

3.2.1 Attend the annual membership meeting of the organization held on the first weekend of February for the purposes of:

- a. Electing the Board of Directors according to Article IV of these By- laws.
- b. Considering and acting upon other matters as may be raised consistent with the notice requirements of Indiana nonprofit organizations.
- c. Vote for Coach of the Year Awards based on 3-year record in coaching, coaching ethics, results in relationship to facilities, size of school, contributions to track and/or cross country, and membership in IATCCC.
- d. Vote for Hall of Fame membership based on contributions made as a competitor, coach or friends of track and/or cross country in Indiana.
- e. Receive special information, discounts, and ideas which the organization is able to gain for its membership

3.2.2 Take part in surveys designed to guide the Organization in its aims and objectives

ARTICLE IV Board of Directors (Sectional Council)

4.1 The Sectional Council shall be the Board of Directors for this organization. All references to Board of Directors, either in these by-laws or under the laws of the State of Indiana shall refer to the Sectional Council in this organization.

4.2 The Board of Directors shall consist of one coach from each Sectional event in the State of Indiana selected by the Executive Committee. They shall be coaches of teams from high schools, or their feeder schools, belonging to that particular Sectional. The term "Sectional" includes each Girls Cross Country annual Sectional event, each Boys Cross Country annual Sectional event, each Girls Track annual Sectional event, and each Boys Track annual Sectional event, in the State of Indiana.

In addition the Executive Committee may select at their discretion a number of “at large” Board Members who have demonstrated an interest in Track and Field and Cross County in the State of Indiana, these selected individuals must be willing to contribute their time, talents and energies to the Organization and whose Sectional may already be represented by another member. They shall serve at the discretion and pleasure of the Executive Committee. The Board of Directors shall have no less than sixty-four (64) nor more than one hundred twenty-eight (128) Directors.

4.3 Selections of the Board of Directors. The selection of the Board of Directors shall take place every two (2) years at the December Executive Committee Meeting and be made by the sitting Executive Committee.

4.4 Meetings. The Board of Directors shall meet quarterly. The Board of Directors shall hold an annual meeting immediately following the Membership meeting. In addition, three other regular meetings shall be held each year during the months of April, September, and December, respectively. Additional meetings may be called by the President or upon written request of at least two members of the Board of Directors.

4.5 Special Meetings. Special Meetings may be called by the President, the chairman of the board of directors or at the request of twenty percent (20%) of the full membership of the Board. Written notice of any special meeting shall be mailed to each member by (ADD first class mail or by electronic mail) to each member the Board at least two (2) days before the date of such special meeting stating the specific business to be transacted, and no other business other than that stated in the notice shall be transacted at such special meeting.

4.6 Actions Taken Without a Meeting. By unanimous consent of the Board of Directors, action may be taken without a meeting. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director, and included in the corporate minute book. Any action so taken will be effective when the last Director signs the consent unless said consent specifies a different, prior or subsequent effective date. Any unanimous consent taken under this section shall have the effect of a meeting vote and may be described as such in any document.

4.7 Waiver of Notice. When any notice is required to be given under the provisions of the Indiana Non-Profit Corporation Act or under the provisions of the Articles of Incorporation or the Bylaws of the organization, a Waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the times stated therein, or personal attendance at any noticed meeting, shall be deemed equivalent to the giving of such notice.

4.8 Duties. The duties of the Directors are to:

4.8.1 Elect the officers at the annual meeting of the Board of Directors, or a special meeting, if required to fill vacancies

4.8.2 Amend the Articles of Incorporation and By-laws as needed

4.8.3 Vote for Coaches of the All-Star teams

4.9 Compensation. Directors shall not receive compensation but shall be reimbursed for their reasonable expenses incurred in the performance of their duties as members of the Board of Directors.

4.10 Quorum. One half (1/2) of the Officers of the Organization in office shall constitute a quorum for the transaction of business at any meeting of the Board. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors unless a greater vote is required by the Articles of Incorporation, the Bylaws or the laws of the State of Indiana.

4.11 Removal of Director. A Director may be removed from office with or without cause by a majority vote of the full Board. Failure to participate shall be a reason for removal.

ARTICLE V
Officers
(Executive Committee)

The officers of the organization shall be the a President, Vice-President, Executive Vice-President, Secretary, Treasurer, Director of Boys Cross Country, Director of Girls Cross Country, Director of Boys Track, and Director of Girls Track. The officers shall also be known as the Executive Committee.

5.1 Election of Officers. The officers of the organization shall be elected by the Board of Directors at their annual meeting.

5.2 Duties of Officers.

5.2.1 The President shall:

- a. Call all meetings
- b. Preside at all meetings
- c. Hold the deciding vote in case of ties
- d. Be an Ex-Officio member of all committees
- e. Be a signing Officer when necessary
- f. May make recommendations for other Committees
- g. May make recommendations for at-large representatives to the IHSCA Board of Directors and IHSAA Board of Directors
- h. Publish a quarterly newsletter which can be made available to all Members through the organization's Internet web site.
- i. May be a Director

- 5.2.2 The Vice President shall:
- a. Perform the duties of the President in his/her absence and be granted the same authority in the President's absence
 - b. Be the President-Elect for the next year
 - c. Be in charge of the membership campaign
 - d. Be in charge of surveys
 - e. Represent the Organization on the IHSCA Board of Directors
 - f. Represent the Organization with the IHSAA
- 5.2.3 The Secretary shall:
- a. Keep accurate records of the proceedings of meetings of the Organization
 - b. Upon notice from the President, notify all Board members of the annual and special meetings of the Organization.
 - c. Be responsible for publications and mailings
 - d. Keep an accurate list of all Members
 - e. Be in charge of clinic registrations
 - f. Be a signing officer
- 5.2.4 The Treasurer shall
- a. Keep an accurate account of all receipts and expenditures, and act under the provisions of these by-laws so far as IATCCC funds are concerned
 - b. Have check signing authority
 - c. Promptly pay all proper operating expenses as they become due
 - d. Approve all expenditures before payment
 - e. Be in charge of budget formation
 - f. Receive membership dues
- 5.25 The Executive Committee shall meet quarterly at a time and place designated by the President.
- a. Shall assist the President in publishing a quarterly newsletter

5.3 TERMS OF OFFICE: The position of President and Vice President of the Organization are held for two (2) years and the change of Administration shall take place at the Hall of Fame banquet held during the odd year track and Field Clinic. Vice Presidential candidates will be nominated at the December Sectional Council meeting of even numbered years and voted on at that meeting. The elected Vice President will serve two (2) years as Vice President and then automatically assume the position of President for the following two (2) years (unless the Council deems otherwise)

Nominations to office shall take place at the September Sectional meeting the same year as the December meeting in which the election shall take place.

All other positions are selected by the Sectional Council and serve indefinite terms.

ARTICLE VI Committees

In addition to the Executive Committee, the organization shall have the following Committees to be elected by the Directors:

- 6.1 Auditing Committee
 - 6.1.1 An auditing committee consisting of two (2) individuals shall audit or appoint a suitable auditor to audit the treasurer's books and issue a report at the annual meeting of the Board of Directors.
- 6.2 Clinics and Rules Committee
 - 6.2.1 Shall compile a list of outstanding speakers for clinics for anyone desiring to hold track or cross country clinics
 - 6.2.2 Shall promote rules and meet organization meetings throughout the state
 - 6.2.3 Shall keep a calendar of such clinics and meetings
- 6.3 Academic All-State Committee
 - 6.3.1 Shall compile the list of Academic All-State nominees from coaches and make final selection.
- 6.4 Cross Country All-Star Committee
 - 6.4.1 Shall compile the list of All-Star nominees from coaches for boys and girls cross country, and make final selection.
- 6.5 Track All-Star Committee
 - 6.5.1 Shall compile the list of All-Star nominees from coaches for boys and girls track, and make final selection
- 6.6 Hall of Fame and Coach of the Year Awards Committee
 - 6.6.1 Shall aid in making recommendations for recipients of these awards and/or honors
 - 6.6.2 Shall recommend changes and/or revisions of rules pertaining to the method of nominating and selecting award winners to the Executive Committee
 - 6.6.3 Shall be responsible for planning a suitable occasion for the presentation of all the Organization Awards (subject to the approval of the Executive Committee)
 - 6.6.4 Shall be responsible for obtaining presentation plaques.

6.7 Other Committees

6.7.1 In addition to the aforementioned committees, the President has the power to appoint any other committees deemed advisable or essential to the welfare of the organization.

ARTICLE VII
Amendments

This constitution and by-laws may be amended by two-thirds (2/3) vote at the annual meeting or at a special meeting of the Sectional Council duly called of the Board of Directors of the organization.

ARTICLE VIII
Standards of Conduct for Directors

8.1 A Director shall, based on facts then known to the Director, discharge duties as a Director, including the Director's duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, in a manner the director reasonable believes to be in the best interests of the organization.

8.2 In discharging the director's duties, a Director may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by one of the following:

8.2.1 An officer or employee of the organization whom the director reasonably believes to be reliable and competent in the matters presented.

8.2.2 Legal counsel, public accountants, or other persons as to matters the director reasonably believes are within the person's professional or expert competence.

8.2.3 A committee of the board of directors of which the director is not a member if the director reasonably believes the committee merits confidence.

8.3 A Director is not acting in good faith if the director has knowledge concerning a matter in question that makes reliance, otherwise permitted, unwarranted.

8.4 A director is not liable for an action taken as a director, or failure to take an action, unless the following conditions exist:

8.4.1 The director has breached or failed to perform the duties of the director's office in compliance with these Articles.

8.4.2 The breach or failure to perform constitutes willful misconduct or recklessness.

ARTICLE IX
Indemnification

If an individual is made a party to a proceeding because the individual is or was a director, officer, or agent of the organization, the organization shall indemnify the individual against liability incurred in the proceedings if: a.) the individual's conduct was in good faith and the individual reasonably believed his conduct was not opposed to the organization's best interests; and b.) in the case of a criminal proceeding, the individual had reasonable cause to believe his/her conduct was lawful, or had no reasonable cause to believe the individual's conduct was unlawful.

ARTICLE X
Miscellaneous

The private property of the incorporators, directors, and officers of the organization shall not be subject to the debts or obligations of the organization to any extent whatsoever.

ARTICLE XI
Dissolution

In the event of dissolution, all of the remaining assets and property of the organization shall after payment of necessary expenses thereof be distributed to such organizations as shall qualify under section 501(c) (3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governmental for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Indiana.

